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January 13, 2006

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VIA HAND DELIVERY

RECEIVED

JAN 13 2006

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Federal Communications Commission
Office of Secretary

Re: Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corp., Assignors, to Time Warner Cable Inc., Assignees; Adelphia Communications Corp., Assignors and Transferors, to Comcast Corporation, Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee, MB Docket No. 05-192

Dear Ms. Dortch:

Comcast Corporation ("Comcast") hereby submits a supplemental response to the Commission's December 5, 2005 Information and Document Request ("Request").¹ Comcast indicated in its initial response to the Request that it was in the process of gathering the data necessary to provide a complete response to certain questions in the Request.² Comcast is supplementing the record with this information now that it is available. Specifically, Comcast submits herein responses to questions II.A.10 and V.A of the Request. In addition, Comcast is submitting a supplemental response to question III.J. Pursuant to item X of the Request, Comcast is providing the response to II.A.10 on a CD in machine-readable spreadsheet format. Because the information and documents enclosed include highly sensitive financial and commercial data, Comcast submits them pursuant to the First and Second Protective Orders in the docket.³

¹ See Letter from Donna C. Gregg, Chief, Media Bureau, to Joseph W. Waz, Jr. and James R. Coltharp, Comcast Corporation, dated Dec. 5, 2005, in MB Docket No. 05-192.

² See Comcast Corporation Response to Information and Document Request, MB Docket No. 05-192, at 1 (Dec. 22, 2005).

³ See *Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors, to Time Warner*

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Pursuant to the First and Second Protective Orders, Comcast is submitting one copy of this supplemental response in unredacted form. Comcast also is delivering two copies of the unredacted materials to Julie Salovaara of the Media Bureau. According to the terms of the First and Second Protective Orders, this information should not be placed in the public record in this proceeding. By separate cover and as required by the Request and the Public Notice in this proceeding, Comcast simultaneously is filing four copies of the redacted version of this filing for the public record.

The unredacted version of the filing is available for inspection, pursuant to the terms of the First and Second Protective Orders, at the office of Wiley Rein & Fielding LLP. Arrangements for inspection may be made by contacting the undersigned or Nia McDonald (202-719-4633), Wiley Rein & Fielding LLP, 1776 Street NW, Washington, DC 20006.

(Continued . . .)

Cable Inc. (subsidiaries), Assignees; Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors and Transferors, to Comcast Corporation (subsidiaries), Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee, Order Adopting Protective Order, 20 FCC Rcd 10751 (2005); Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors, to Time Warner Cable Inc. (subsidiaries), Assignees; Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors and Transferors, to Comcast Corporation (subsidiaries), Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee, Order, (rel. Dec. 21, 2005).

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Please do not hesitate to contact the undersigned if you have any questions.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "ME Heller", with a long horizontal flourish extending to the right.

Martha E. Heller
Counsel for Comcast Corporation

Enclosures

cc: Donna Gregg
Sarah Whitesell
Tracy Waldon
Royce Sherlock
Marcia Glauberman
Wayne McKee
Julie Salovaara

Jim Bird
Neil Dellar
Ann Bushmille
Jeff Tobias
JoAnn Lucanik
Kimberly Jackson
Best Copy and Printing, Inc.

COM-IIIJ-000797-000996

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**COMCAST CORPORATION RESPONSE
TO INFORMATION AND DOCUMENT REQUEST QUESTION V.A
MB Docket No. 05-192**

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In the Request's definition of "Subscriber," the Commission instructs Comcast to "[p]rovide information on the approximate relationship between bulk-billed subscriber totals calculated by the 'occupiable dwelling unit' method and the 'effective billing unit' method.'" Accordingly, at COM-VA-000004, Comcast provides pre-transaction and post-transaction Subscribers counts that incorporate bulk-billed subscribers totals as calculated using both the effective billing unit ("EBU") method and the occupiable dwelling unit ("ODU") method.¹ At COM-VA-000005-000014, Comcast provides, for each of its owned and operated systems, calculations of its total subscribers and bulk-billed subscribers based on the ODU method.²

As shown at COM-VA-000004, using the EBU method, Comcast had 21,455,193 subscribers in its owned and operated systems in June 2005. In addition, Comcast holds

¹ Under the ODU (or "kitchens") method, subscribers in a particular multiple dwelling unit ("MDU") are determined by counting the total number of dwelling units in the MDU. Comcast typically has not used the kitchens method to report subscriber totals, instead relying on the EBU method. Comcast has information that permits it to approximate the number of dwelling units and, therefore, calculate subscribers using the ODU method.

² Comcast submitted system-by-system total subscribers counts and bulk-billed subscribers counts based on the EBU method as part of its response to Question II.B.2.a of the Request. See Comcast Corporation Response To Information And Document Request, MB Docket No. 05-192, COM-IIB.xls.

attributable interests in cable operators that collectively served an additional 4,536,005 subscribers in June 2005, for a total of 25,991,198 subscribers.³

Pursuant to the Transactions Agreements, Comcast will transfer approximately 1,104,886 subscribers to Time Warner Inc., as calculated by Time Warner using the EBU method.

____. Comcast also will transfer to Time Warner its partnership interest in approximately 1,070,766 subscribers currently attributable to Comcast that are served by systems owned by Parnassos Communications and Century-TCI California Communications.⁴

According to information supplied by Adelphia Communications Corp., Comcast will gain approximately 2,096,051 subscribers that are currently subscribers of systems served by Adelphia if the Transactions were approved, based on the EBU method,

_____, These figures include subscribers that will be transferred to Comcast directly from Adelphia, as well as current Adelphia subscribers

³ Because Comcast receives only limited information regarding these attributed systems, Comcast is unable to provide the Commission with subscriber data restated using the ODU method. Comcast provides the information it has available regarding these attributable systems at COM-VA-000004. The subscriber figures for Parnassos Communications and Century-TCI California Communications were provided by Adelphia and were calculated using the EBU method. The subscriber figures for Texas and Kansas City Cable Partners were provided by Time Warner and, according to information provided by Time Warner, were calculated using the ODU method. Comcast believes the subscriber figures for the remaining attributable systems were calculated using the EBU method.

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transferred to Time Warner that Comcast will acquire from Time Warner pursuant to the Time Warner/Comcast Swap Transactions and the Time Warner Cable Redemption Transaction.

Comcast also will gain approximately 749,968 current Time Warner subscribers that will transferred directly from Time Warner, based on the EBU method,

_____. Again, the EBU and ODU calculations are based on information provided by Time Warner.

Therefore, using the EBU method for its owned and operated subscribers, Comcast will experience a net gain of approximately 670,367 subscribers, for a total attributable post-transaction subscriber count of 26,661,565 (*i.e.*, $25,991,198 - 1,104,886 + 2,096,051 + 749,968 - 1,070,766 = 26,661,565$).⁵

⁵ As set forth above, these figures include subscribers served by systems owned and operated by Comcast, as well as those subscribers served by other cable operators in which Comcast has an attributable interest.

Comcast Corporation
Attributable Subscribers Pre- and Post-Transaction
With Bulk-Billed Subscribers Calculated Using EBU and ODU Methods

	Basic Subscribers Calculated Using EBU Method		
	Pre-Transaction	Post-Transaction	Change
Wholly Owned Systems¹	21,455,193	23,196,326	1,741,133
Systems To Be Transferred to Time Warner	1,104,886	0	(1,104,886)
Cleveland	86,052	0	(86,052)
Dallas	533,731	0	(533,731)
Los Angeles	485,103	0	(485,103)
Systems To Be Transferred from Time Warner	0	749,968	749,968
Systems To Be Acquired From Adelphia	0	2,096,051	2,096,051
Attributable Systems²			
Clearview Partners	9,957	9,957	0
Parnassos Communications, LP	411,873	0	(411,873)
Century-TCI California Communications, LP	658,893	0	(658,893)
Insight Midwest L.P.	797,281	797,281	0
Insight Kentucky Capital, LLC	459,898	459,898	0
Texas and Kansas City Cable Partners, LP	1,505,390	1,505,390	0
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Midcontinent Communications	194,980	194,980	0
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Total Subscribers in Attributable Systems	4,536,005	3,465,239	(1,070,766)
Total Subscribers Added			2,846,019
Total Subscribers Transferred			(2,175,652)
TOTAL SUBSCRIBERS	25,991,198	26,661,565	670,367

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Los Angeles	485,103	0	(485,103)
Systems To Be Transferred from Time Warner	0	749,968	749,968
Systems To Be Acquired From Adelphia	0	2,096,051	2,096,051
Attributable Systems²			
Clearview Partners	9,957	9,957	0
Parnassos Communications, LP	411,873	0	(411,873)
Century-TCI California Communications, LP	658,893	0	(658,893)
Insight Midwest L.P.	797,281	797,281	0
Insight Kentucky Capital, LLC	459,898	459,898	0
Texas and Kansas City Cable Partners, LP	1,505,390	1,505,390	0
US Cable of Coastal-Texas, LP	92,076	92,076	0
Midcontinent Communications	194,980	194,980	0
Bresnan Broadband Holdings LLC	288,301	288,301	0
Millenium Digital Media Programming Ventures, LLC	117,356	117,356	0
Total Subscribers in Attributable Systems	4,536,005	3,465,239	(1,070,766)
Total Subscribers Added			2,846,019
Total Subscribers Transferred			(2,175,652)
TOTAL SUBSCRIBERS	25,991,198	26,661,565	670,367

¹ Subscriber figures for the wholly owned systems are current as of June 2005 with the exception of the figures stated for the systems to be transferred from Time Warner, which are current as of December 2004.

² Separate subscriber figures calculated using the EBU and ODU methods are unavailable for attributable systems. For Parnassos Communications, LP and Century-TCI California Communications, LP, the figures stated were calculated using the EBU method. For Texas and Kansas City Cable Partners, LP, the figures stated were calculated using the ODU method. Comcast believes that subscriber figures for the remaining systems were calculated using the EBU method. Subscriber figures for these attributable systems are current as of June 2005.

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